

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT
Southern District Of New York

In re Lehman Brothers Holdings Inc., et. al.,

Case No. 08-13555(JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the partial transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee
MNC Partners, L.P.

Name of Transferor
Newton Re Limited

Name and Address where notices to transferee
should be sent:

Court Claim # (if known): 66801
Amount of Claim: USD \$20,546,250.00

Date Claim Filed: 6/7/10

MNC Partners, L.P.
c/o EBF & Associates, L.P.
601 Carlson Parkway, Suite 200
Minnetonka, MN 55305

With a copy to:
Ellen Pesch
Sidley Austin LLP
One South Dearborn
Chicago, IL 60603

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Thomas G. Rock Date: January 20, 2011

Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **Newton Re Limited** ("Assignor") does hereby unconditionally and irrevocably sell, transfer and assign unto **MNC Partners, L.P.** ("Assignee") all rights, title and interest in and to the allowed claims of Assignor referenced as proof of claim number 66801 (amending proof of claim numbers 27945 and 15731) in the principal amount of \$20,546,250.00 plus all interest, fees and other amounts related thereto (the "Claim") against Lehman Brothers Holdings, Inc. (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (or any other court with jurisdiction over the bankruptcy proceedings) referred to as In re Lehman Brothers Holdings Inc., Chapter 11 Case No. 08-13555 (Jointly Administered).

Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "Assigned Claim") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

ASSIGNOR:

NEWTON RE LIMITED



Name: Kevin Poole

Title: Director

ASSIGNEE:

MNC PARTNERS, L.P.

By: Lydiard Partners II, L.P., its General Partner

By: Tanglewood Capital Management, Inc., its
General Partner

Name:

Title:

EVIDENCE OF TRANSFER OF CLAIM

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Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "Assigned Claim") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

ASSIGNOR:

NEWTON RE LIMITED

ASSIGNEE:

MNC PARTNERS, L.P.

By: Lydiard Partners II, L.P., its General Partner
By: Tanglewood Capital Management, Inc., its
General Partner

Name:

Title:

Name:

Title:

Stuart Brown

Authorized Representative